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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
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APPELLEES' DESIGNATION OF ADDITIONAL ITEMS TO BE INCLUDED IN RECORD
AND COUNTERSTATEMENT OF ISSUES ON APPEAL

Pursuant to Fed. R. Bankr. P. 8006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors in possession in the above-captioned cases and the appellees in this appeal (collectively, the "Debtors" or the "Appellees"), hereby submit this designation of additional items to be included in the record on appeal (the "Designation of Record") and counter-statement of issues on appeal in connection with the Notice of Appeal filed by the Teachers' Retirement System of Oklahoma, the Public Employees' Retirement System of

Mississippi, Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP

(“Appellants”) in the above-captioned cases on January 20, 2006, and the Appellants’

Designation of Record and Statement of Issues on Appeal filed by Appellants on January 20, 2006.

I. Designation of Record

The following items are to be included in the record on appeal:

| Designation Number | Date | Docket Number | Description |
|---------------------------|-------------|----------------------|--|
| D-1 | 10/8/2005 | 13 | Motion For Order Under §§ 105 And 363 Authorizing The Debtors To Implement A Key Employee Compensation Program, attaching exhibit 1 |
| D-2 | 10/14/2005 | 213 | Motion For Order Under §§ 105 And 363 Authorizing The Debtors To Implement A Key Employee Compensation Program, attaching exhibit 1 |
| D-3 | 11/15/2005 | 1063 | Lead Plaintiffs’ Motion for a Limited Modification of the Automatic Stay, attaching exhibits A through C |
| D-4 | 11/23/2005 | 1161 | Objection to Motion of Debtors’ for Order Under Sections 105 and 363 Authorizing Debtors to Implement a Key Employee Compensation Program |
| D-5 | 11/23/2005 | 1209 | Letter Regarding Electronic Filing of Objection to Motion of Debtors’ for Order Under Sections 105 and 363 Authorizing Debtors to Implement a Key Employee Compensation Program |
| D-6 | 12/20/2005 | 1574 | Lead Plaintiffs’ Verified Statement Pursuant to Bankruptcy Rule 2019(a) attaching exhibits A through B |
| D-7 | 12/22/2005 | 1599 | First Amended and Restated Verified Statement Pursuant to Bankruptcy Rule 2019(a) |
| D-8 | 12/29/2005 | 1667 | Debtors’ Objection to Lead Plaintiffs’ Motion for Limited Modification of Automatic Stay, attaching exhibits A through B |
| D-9 | 12/30/2005 | 1691 | Debtors’ Objections to Lead Plaintiffs’ Motion to Compel Discovery Related to Debtors’ Motion for an Order Under §§ 105 and 363 Authorizing Debtors to Implement a Key Employee Compensation Program |

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|------|-----------|------|--|
| D-10 | 1/04/2006 | 1735 | Notice of Presentment of Stipulation and Agreed Protective Order Governing Production and Use of Confidential and Highly Confidential Information in Connection with the Debtors' Application for Order Under 11 U.S.C. §§ 327(a), 328(a), and 1107(b) Authorizing Employment and Retention of Deloitte and Touche LLP as Independent Auditors and Accountants to Debtors, Effective <i>Nunc Pro Tunc</i> to October 8, 2005 and Objections Filed Thereto, attaching exhibit A |
| D-11 | 1/11/2006 | 1799 | Motion Under Fed. R. Bankr. P. 9016 and Fed. R. Civ. P. 45 to Quash Subpoenas Served by Lead Plaintiffs on John Sheehan, Laura Marion, Dan Renick, and John Rotko, attaching Affidavit of Thomas J. Matz in Support of Motion |
| D-12 | 1/12/2006 | 1804 | Supplemental Declaration of John P. Coffey in Support of Lead Plaintiffs' Motion to Compel Discovery Related to Debtors' Motion for Order Under §§ 105 and 363 Authorizing Debtors to Implement a Key Employee Compensation Program, attaching exhibits A through C |
| D-13 | 1/12/2006 | 1806 | Debtors' Report on the Meet and Confer with Regard to Lead Plaintiff's Motion to Compel Discovery in Respect to the Debtors' Motion to Implement a Key Employee Compensation Program, attaching exhibits A through B |
| D-14 | 1/18/2006 | 1831 | Order Regarding the Debtors' Motion Under Fed. R. Bankr. P. 9016 and Fed. R. Civ. P. 45 to Quash Subpoenas Served by Lead Plaintiffs on John Sheehan, Laura Marion, Dan Renick, and John Rotko, signed on 1/17/2006 |

II. Counterstatement of Issues on Appeal

Whether the Bankruptcy Court correctly overruled the Appellants' Objection and approved the Debtors' application to retain Deloitte & Touche LLP ("Deloitte") to complete the Debtors' 2005 audit (the "Application") where:

1. The Bankruptcy Court permitted discovery on matters relevant to the Application but denied Appellants' motion to compel discovery on matters outside the scope of permissible discovery; and

2. The Bankruptcy Court determined, after consideration of all relevant evidence, that Deloitte is not subject to a disabling conflict, is a disinterested person and is competent to perform the Debtors' 2005 audit, and therefore Debtors had met the requirements of 11 U.S.C. § 327(a).

Dated: New York, New York
January 30, 2006

SHEARMAN & STERLING LLP

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